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Attorneys for Plaintiff
TUCK BECKSTOFFER WINES

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

TUCK BECKSTOFFER WINES LLC, a
California limited liability company,

Plaintiff,

v.

ULTIMATE DISTRIBUTORS, INC., a
Georgia corporation,

Defendant.

ULTIMATE DISTRIBUTORS, INC., a
Georgia corporation,

Counterclaimant,

v.

CHALKBOARD DISTRIBUTORS, LLC
dba GEORGIA PRIME WINE & SPIRITS,
a Georgia limited liability company, and
JAY KAPLAN, an individual,

Counterdefendants.

Case No. CV09-3881 PJH

**STIPULATION OF DISMISSAL WITH
PREJUDICE**

[Fed. R Civ. P. Rule 41(a)(1)]

Pursuant to Rule 41(a)(1) of the Federal Rules of Civil Procedure and the parties' settlement agreements, Plaintiff and Counterdefendant TUCK BECKSTOFFER WINES LLC ("TB Wines"), Defendant, Counterclaimant and Counterdefendant ULTIMATE DISTRIBUTORS, INC., ("Ultimate"), and Counterdefendants and Counterclaimants CHALKBOARD DISTRIBUTORS, LLC dba GEORGIA PRIME WINE & SPIRITS ("Chalkboard") and JAY KAPLAN ("Kaplan") hereby stipulate as follows:

1. TB Wines' Complaint is dismissed with prejudice.
2. Ultimate's Counterclaims are dismissed with prejudice.
3. Chalkboard's Counterclaims are dismissed with prejudice.
4. Kaplan's Counterclaims are dismissed with prejudice.
5. Each party shall bear its own costs and attorneys' fees in connection with this action.

DATED: January 10, 2011

Respectfully submitted,
SHARTSIS FRIESE LLP

By: /s/ James P. Martin
JAMES P. MARTIN

Attorneys for Plaintiff
TUCK BECKSTOFFER WINES LLC and
Counterdefendants CHALKBOARD
DISTRIBUTORS, LLC and JAY KAPLAN

DATED: January 10, 2011

GLASPY & GLASPY

By: /s/ Paul Glaspy
PAUL GLASPY

Attorneys for Defendant, Counterclaimant
and Counterdefendant ULTIMATE
DISTRIBUTORS, INC

1 DATED: January 10, 2011

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3 By: /s/ Lawrence Allen Rosenbluth
4 LAWRENCE ALLEN ROSENBLUTH

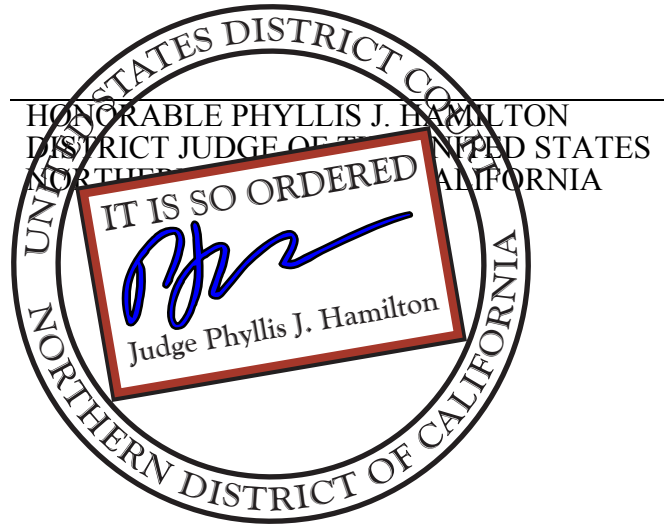
5 Attorneys for Counterdefendants and
6 Counterclaimants
7 CHALKBOARD DISTRIBUTORS, LLC dba
8 GEORGIA PRIME WINE & SPIRITS and
9 JAY KAPLAN
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ORDER

PURSUANT TO STIPULATION, AND FOR GOOD CAUSE SHOWN, IT IS SO ORDERED.

DATED: 1/10/11



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ECF CERTIFICATION

I, JAMES P. MARTIN, am the ECF User whose identification and password are being used to file this STIPULATION OF DISMISSAL WITH PREJUDICE. In compliance with General Order 45.X.B, I hereby attest that PAUL GLASPY and LAWRENCE ROSENBLUTH have concurred in this filing.

DATED: January 10, 2011

SHARTSIS FRIESE LLP

By: /s/ James P. Martin

JAMES P. MARTIN

Attorneys for Plaintiff
TUCK BECKSTOFFER WINES LLC and
Counterdefendants CHALKBOARD
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